



中國地能有限公司
CHINA GROUND SOURCE ENERGY LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8128)

Annual General Meeting
Form of Proxy

I/We (note 1) _____
of _____
being the holder(s) of (note 2) _____ shares of US\$0.01 each in the share capital of
China Ground Source Energy Limited (the "Company"), HEREBY APPOINT (note 3) _____
of _____

or (note 4) the Chairman of the Annual General Meeting (the "Meeting") to act as my/our proxy/proxies at the Meeting (and at any adjournment thereof) to be held at East Room, Mandarin Oriental Hong Kong, 23rd Floor, 5 Connaught Road, Central, Hong Kong on 13 June 2013 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

ORDINARY RESOLUTIONS		FOR (note 5)	AGAINST (note 5)
1.	To receive and consider the audited financial statements of the Company for the nine months ended 31 December 2012 together with the reports of the directors of the Company (the "Directors") and auditors thereon.		
2.	To approve the distribution of final dividend.		
3.	(i) To re-elect Ms. Chan Wai Kay Katherine as executive Director and to authorise the board of Directors to fix her remuneration.		
	(ii) To re-elect Mr. Xu Shengheng as executive Director and to authorise the board of Directors to fix his remuneration.		
	(iii) To re-elect Mr. Jia Wenzeng as independent non-executive Director and to authorize the board of Directors to fix his remuneration.		
4.	To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Directors to fix their remuneration.		
5.	To pass the ordinary resolution no. 5A set out in the notice of the Meeting in respect of the general mandate to issue shares.		
6.	To pass the ordinary resolution no. 5B set out in the notice of the Meeting in respect of the repurchase mandate.		
7.	To pass the ordinary resolution no. 5C set out in the notice of the Meeting in respect of the extension of the general mandate to issue shares.		
8.	To pass the ordinary resolution no. 6 set out in the notice of the Meeting in respect of the refreshment of scheme limit under the share option scheme of the Company.		
9.	To pass the ordinary resolution no. 7 set out in the notice of the Meeting in respect of the Agreement entered into between the Company and China Energy Conservation and Environmental Protection Group and the proposed annual caps for the continuing connected transactions thereunder.		
SPECIAL RESOLUTIONS			
10.	To pass the special resolution no. 8 set out in the notice of the Meeting in respect of the Proposed Change of Company Name.		
11.	To pass the special resolution no. 9 set out in the notice of the Meeting in respect of the amendments to the Articles of Association and adoption of amended and restated Memorandum and Articles of Association.		

Signature (note 8) _____

Dated this _____ day of _____ 2013

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated. Only one of the joint holders needs to sign (but see note 7 below).
- Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
- If any proxy other than the Chairman of the Meeting is preferred, strike out "or the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his votes at his discretion. A proxy will also be entitled to vote at his direction on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
- Where there are joint holders of any shares of the Company, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such shares of the Company as if he were solely entitled thereto, and if more than one of such joint holders are present at the Meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.